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(*Pro Hac Vice* Pending)

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Attorney for California Housing Finance Agency

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

RESIDENTIAL CAPITAL, LLC., et al.,

Debtors.

Case No. 12-12020 (MG)

Chapter 11

Jointly Administered)

NOTICE OF APPEARANCE AND REQUEST FOR SERVICE OF PAPERS

PLEASE TAKE NOTICE that Felderstein Fitzgerald Willoughby & Pascuzzi LLP (*pro hac vice* pending) hereby appears in the above-captioned cases pursuant to Rule 9010(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) as counsel to California Housing Finance Agency (“CHFA”), a creditor and party in interest under Federal Rules of Bankruptcy Procedure 2002 and 9007, and requests that all notices given or required to be given and all papers served or required to be served in these cases be given to and served on:

Paul J. Pascuzzi
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PLEASE TAKE FURTHER NOTICE that pursuant to section 1109(b) of the Bankruptcy Code, the foregoing demand includes not only the notices and papers referred to in the above-mentioned Bankruptcy Rules, but also includes, without limitation, all orders, applications, motions, petitions, pleadings, requests, complaints or demands, statement of affairs,

operating reports, schedule of assets and liabilities, whether formal or informal, whether written or oral, and whether transmitted or conveyed by mail, courier service, hand delivery, telephone, facsimile transmission, electronic mail, or otherwise, that (1) affects or seeks to affect in any way any rights or interest of any creditor or party in interest in this case, including CHFA, with respect to (a) the debtor, (b) property of the debtor's estate, or proceeds thereof, in which the debtor may claim an interest, or (c) property or proceeds thereof in the possession, custody, or control of others that the debtor may seek to use; or (2) requires or seeks to require any act, delivery of any property, payment or other conduct by CHFA.

PLEASE TAKE FURTHER NOTICE that this Notice of Appearance and Request for Service of Papers, and any subsequent pleading, claim or suit, is not intended nor shall be deemed to waive CHFA's (1) right to have final orders in non-core matters entered only after *de novo* review by a United States District Judge; (2) right to trial by jury in any proceeding so triable herein or any case, controversy, or proceeding related thereto; (3) right to have the United States District Court withdraw the reference in any matter subject to mandatory or discretionary withdrawal; or (4) any other rights, claims, actions, defenses, setoffs, or recoupments to which CHFA is or may be entitled to under agreements, in law, in equity, or otherwise, all of which rights, claims, actions, defenses, setoffs and recoupments are expressly reserved.

Dated: September 25, 2012

FELDERSTEIN FITZGERALD
WILLOUGHBY & PASCUZZI LLP

By: /s/ Paul J. Pascuzzi
PAUL J. PASCUZZI (*pro hac vice* pending),
Attorney for California Housing Finance Agency

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that on this 25th day of September 2012, a copy of the foregoing **NOTICE OF APPEARANCE AND REQUEST FOR SERVICE OF PAPERS** was sent to those receiving documents via the CM/ECF system and sent by first class mail, postage prepaid, to:

Debtor

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Notes Issued by Residential Capital, LLC***
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/s/ Lori N. McCleerey
Lori N. McCleerey